

**EXHIBIT H**

**Written Consent of the Sole Director of Marin Software Incorporated**

**WRITTEN CONSENT  
OF THE  
SOLE DIRECTOR  
OF  
MARIN SOFTWARE INCORPORATED**

\_\_\_\_\_, 2025

The undersigned being the sole member of the Board of Directors (the “Board of Directors”) of Marin Software Incorporated (the “Company”), in accordance with the Delaware General Corporation Laws and the Amended and Restated Bylaws of the Company (the “By-Laws”), hereby adopts the following resolutions by written consent as if resolved at a duly constituted meeting of the Board of Directors:

**WHEREAS**, the Company filed a voluntary petition for relief in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), commencing voluntary proceeding Case No. 25-11263-LSS (the “Bankruptcy Case”) pursuant to Chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the “Bankruptcy Code”) on July 1, 2025;

**WHEREAS**, as part of the Bankruptcy Case, the Company has filed a plan of reorganization (as the same may be amended, modified or supplemented from time to time in accordance with the provisions hereof and thereof, the “Plan”) which has been approved by the Bankruptcy Court;

**WHEREAS**, the Bankruptcy Court has entered an order confirming the Plan and on the effective date of the Plan (the “Effective Date”), Kaxxa Holdings, Inc., a Delaware corporation, and YYYY, LLC, a Delaware limited liability company, became all of the shareholders of the Company and appointed a new director to the Board of Directors pursuant to the Plan;

**WHEREAS**, the Board of Directors desires to remove and replace all officers of the Company, and to grant them such authority as shall be necessary to the proper execution of their offices, hereby adopts the resolutions set forth below.

**REMOVAL OF OFFICERS**

**RESOLVED**, that each of the current officers of the Company shall be, and hereby is, removed as officers of the Company.

## ELECTION OF OFFICERS

**RESOLVED**, that the following persons shall be, and hereby are, elected to serve as officers of the Company, to hold the following offices until their successor shall be duly elected and shall qualify or until their earlier resignation or removal:

Andrew S. Price

President and Secretary

Andrew S. Price

Chief Financial Officer

## GENERAL BANKING

**RESOLVED**, that the President and Chief Financial Officer (the “Authorized Officers”) be and hereby are authorized to designate such banks, trust companies, safe deposit companies, or such other firms, corporations or associations (each a “Depository” and collectively the “Depositories”) as Depositories of funds of the Company as they may deem necessary or advisable for the proper conduct of business, by a written direction addressed to the Depository involved to establish with any such Depository an account or accounts of the Company to be known by such appropriate name or names as they may designate in such written direction;

**FURTHER RESOLVED**, that the Authorized Officers be and hereby are authorized to execute on behalf of the Company, such agreements and documents as may from time to time be required, necessary or proper in order to establish and maintain an account or accounts of the Company with any Depository, and to execute on behalf of the Company, agreements and documents as may from time to time be required, necessary or proper in effecting the provisions of resolutions passed by the Board of Directors of the Company (provided such resolutions have not been superseded by delivery of certified copies of subsequent resolutions) and to transact the business of the Company with reference to accounts maintained with its Depositories;

**FURTHER RESOLVED**, that any Depository be and hereby is authorized to accept, for deposit to an account of the Company and/or for collection for the account of the Company, any currency, checks, drafts, notes or other instruments, calling for the payment of money, which may be submitted to it for such deposit and/or collections;

**FURTHER RESOLVED**, that the Authorized Officers be and hereby are authorized and directed to designate, from time to time, in writing with such limitations as such Authorized Officers deem to be appropriate, and with the authority to amend or revoke any such designation, the officers or employees of this Company (including themselves) or agent or agents, who shall have authority to sign or countersign, by manual, electronic or facsimile signature, on behalf of the Company, any checks, drafts, or other orders with respect to any funds standing to the credit of the Company maintained in any such account; provided, however, that such checks, drafts or orders bear the required number of specifically authorized signatures, in conformity with any restrictions, as specified in the written designation of the authorized signer or signers for that specific account;

**FURTHER RESOLVED**, that each Depository be and hereby is authorized to honor and pay any and all checks, drafts and orders for the payment or withdrawal of funds, or written, telephonic, electronic or oral instructions with respect to the electronic transfer of funds when

made, signed, drawn, accepted or endorsed on behalf of the Company by any of the officers or employees of the Company so designated jointly by the Authorized Officers;

**FURTHER RESOLVED**, that in connection with any account maintained with any Depository, the Authorized Officers be and hereby are authorized and empowered to file with any Depository the facsimile signature of any officer or officers, employee or employees, agent or agents, and to direct such Depository to accept any one or more of the facsimile signatures filed in accordance with this resolution as sufficient execution of any check drawn against any such account for which a facsimile signature or signatures are authorized, including any such checks, drafts or other orders drawn in favor of any person or persons whose authorized facsimile signature or signatures have been affixed thereto;

**FURTHER RESOLVED**, that the Authorized Officers be and hereby are authorized and directed, by letter or other document signed by the Authorized Officers, to direct the use of electronic funds transfer systems for the transfer of funds of the Company and to enter into such agreements for the use of such systems as they deem necessary or appropriate from time to time;

**FURTHER RESOLVED**, that the Authorized Officers be and hereby are authorized to execute, on behalf of the Company, agreements with Depositories to provide various services for the Company including, but not limited to, rental of safe deposit boxes, lock box services, payroll services and other banking or financial services;

**FURTHER RESOLVED**, that the Authorized Officers and any individual or individuals designated in writing by any Authorized Officer be, and each of them hereby is, authorized and directed to execute and sign on behalf of the Company any and all statements relating or pertaining to the certification of any account or accounts maintained in such Depositories that require execution by the Company;

## **GENERAL INVESTMENT**

**FURTHER RESOLVED**, that the Authorized Officers be and hereby are authorized and directed to establish such investment and custodial accounts for the safekeeping of such investment securities and to designate specific types of investments with Depositories as the Authorized Officers establishing the same shall deem necessary or appropriate in order to invest funds of the Company in such financial investments in accordance with the Company's investment policy;

**FURTHER RESOLVED**, that the Authorized Officers be and hereby are authorized and directed to designate, from time to time, by letter or other document signed by the Authorized Officers, the officers or employees of the Company, including themselves, who shall have the authority to direct the execution of trades on behalf of the Company in the investment accounts established pursuant to the immediately preceding resolution, in each case in accordance with the Company's investment policy; and

**FURTHER RESOLVED**, that the Authorized Officers be and hereby are authorized and directed to designate, by letter or other document, certain Depositories for the custody and safekeeping of securities, as any Authorized Officer deems necessary or appropriate from time to time.

## AUTHORITY OF OFFICERS

**FURTHER RESOLVED**, that each officer of the Company, acting singly or with one or more other officers, is authorized and empowered to execute and deliver any and all agreements, contracts, instruments, and documents requiring the signature of the Company, and which they or any one of them may deem necessary, appropriate or desirable in connection with or in furtherance of the business affairs of the Company, and that the execution and delivery of any such agreements, instruments, and documents by such officer or officers shall be binding upon the Company without any further authorization or formality, and such execution and delivery shall be conclusive evidence of their determination and the approval of the Board of Directors.

**FURTHER RESOLVED**, that the Secretary of the Company is authorized to certify to any third party the authority of Company officers to act on behalf of the Company as authorized herein, and such third party is hereby authorized to rely upon such certificate as evidence of the approval of the Board of Directors of such act or acts without further action by the Board of Directors.

*[Signature page follows]*

**IN WITNESS WHEREOF**, the undersigned, being the sole director of the Company, has executed this written consent as of the date first indicated above.

By: \_\_\_\_\_  
Name: Andrew S. Price